

PRESS RELEASE

Stockholm, April 7, 2010

Annual General Meeting in Niscayah Group AB (publ)

The Shareholders of Niscayah Group AB are hereby invited to attend the Annual General Meeting to be held at 5.00 p.m. CET on Thursday 6 May 2010, at Niscayah's head office at Lindhagensplan 70, Stockholm. Registration for the Annual General Meeting starts at 4.00 p.m. CET.

A. NOTICE OF ATTENDANCE

Shareholders who wish to attend the Annual General Meeting must:

(i) be recorded in the share register kept by Euroclear Sweden AB on Thursday 29 April 2010, and

(ii) notify the company of their intent to attend the Annual General Meeting in writing to Niscayah Group AB, "AGM", P.O. Box 7841, SE-103 98 Stockholm, or by telephone +46 10 458 80 78, or via the company website www.niscayah.com on Thursday 29 April 2010, at 4.00 p.m. CET at the latest.

When giving notice of attendance, the shareholder shall state name, personal identity number (corporate identification number), address, telephone number and number of shares. Proxy forms are held available on the company website www.niscayah.com and will be sent to shareholders who contact the company and submit their address. Proxy and representative of a legal person shall submit proof of authority to the AGM. As confirmation of the notification, Niscayah Group AB will send an entry card, which shall be presented at registration for the AGM.

In order to participate at the Annual General Meeting, shareholders with nominee-registered shares must request their bank or broker to have the shares temporarily owner-registered with Euroclear Sweden AB by Thursday 29 April 2010 at the latest. The shareholders must therefore notify their nominees in due time before the said date.

B. AGENDA

Proposal for Agenda

1. Opening of the Meeting.
2. Election of Chairman at the Annual General Meeting.
3. Preparation and approval of the voting list.
4. Approval of the Agenda.
5. Election of one or two person(s) to approve the minutes.
6. Determination of compliance with the rules of convocation.
7. Report of the President and CEO.
8. Presentation of the Annual Report and the Auditor's Report and the Consolidated Financial Statements and the group Auditor's Report
9. Resolutions regarding
 - a) adoption of the Statement of Income and the Balance Sheet and the Consolidated Statement of Income and the Consolidated Balance Sheet as per 31 December 2009;
 - b) appropriation of the company's profit according to the adopted Balance Sheet and record date for dividend;
 - c) discharge from liability of the Board of Directors and the Managing Director for the financial year 2009.
10. Determination of the number of members of the Board of Directors.
11. Determination of fees to the Board of Directors and the Auditors.
12. Election of members of the Board of Directors.
13. Election of members of the Nomination Committee.
14. Determination of guidelines for remuneration to the management.
15. Proposal for resolution regarding long term performance based incentive program
16. Proposal for resolution regarding authorisation for the board of directors to resolve on acquisition and transfer of treasury shares
17. Closing of the Meeting.

Election of Chairman of the Meeting (item 2 on the Agenda)

The Nomination Committee has proposed that Jorma Halonen, Chairman of the Board, shall be elected Chairman of the Annual General Meeting 2010.

Proposal for dividend (item 9 b) on the Agenda)

The Board of Directors proposes a dividend of SEK 0.30 per share to be declared. As record date for the dividend, the Board of Directors proposes Tuesday 11 May 2010. If the Annual General Meeting resolves in accordance with the proposal, the dividend is expected to be distributed by Euroclear Sweden AB starting on Monday 17 May 2010.

Proposal for election of the Board of Directors and resolution regarding fees (items 10-12 on the Agenda)

In respect of the Annual General Meeting 2010, the nomination committee has consisted of the following members: Gustaf Douglas (Säkl AB and Investment AB Latour), Mikael Ekdahl (Melker Schörling AB), Marianne Nilsson (Swedbank Robur fonder), Per-Erik Mohlin (SEB Fonder/SEB Trygg-Liv) and Henrik Didner (Didner & Gerge Fonder). The Nomination Committee in respect of the AGM 2010 has made the following proposals:

The number of board members shall be seven without any deputy members. The Nomination Committee proposes re-election of the board members Jorma Halonen, Carl Douglas, Tomas Franzén, Eva Lindqvist, Ulrik Svensson and Anders Böös as well as new election of Håkan Kirstein for the period up to and including the Annual General Meeting 2011. In addition, the Nomination Committee proposes re-election of Jorma Halonen as Chairman of the Board for the aforementioned period. Håkan Kirstein new President and CEO of Niscayah Group, has been proposed to replace the former President and CEO, Juan Vallejo, on the Board of Directors.

Håkan Kirstein (born 1969) is a Business administration graduate. Håkan Kirstein has previously been employed with in the StatoilHydro Group. From 2005 to 2009, Håkan was Managing Director of StatoilHydro in Sweden, and prior to that role, his career included various leading positions, such as Managing Director of Statoil Detaljhandel AB and Statoil Detaljist AB. Håkan Kirstein is a board member of Kemetyl Group AB.

Information on all the proposed members of the Board of Directors is available on the company's website www.niscayah.com.

Fees to the Board of Directors for the period up to and including the Annual General Meeting 2011 shall amount to SEK 2,000,000 in total (including consideration for committee work) to be distributed among the board members as follows: SEK 600,000 to the Chairman of the Board and SEK 250,000 to each of the other board members, except the CEO. Fee to the auditors shall be paid according to agreement.

As consideration for the committee work, the Chairman of the Audit Committee shall receive SEK 100,000 and other members of the Audit Committee SEK 50,000.

Proposal for election of members of the Nomination Committee (item 13 on the Agenda)

Shareholders together representing approximately 36 per cent of the shares and approximately 55 per cent of the votes in the company propose that the Annual General Meeting resolves as follows: The Nomination Committee shall consist of five members, whereby re-election of Gustaf Douglas (Säkl AB and Investment AB Latour), Mikael Ekdahl (Melker Schörling AB), Marianne Nilsson (Swedbank Robur fonder), Per-Erik Mohlin (SEB Fonder/SEB Trygg-Liv) and Henrik Didner (Didner & Gerge fonder) is proposed for the period up to until the Annual General Meeting 2011. Gustaf Douglas shall be re-elected as Chairman of the Nomination Committee. If a shareholder represented by one of the members of the Nomination Committee no longer is one of the major shareholders of the company or if a member of the Nomination Committee is no longer employed by such shareholder or for any other reason leaves the Nomination Committee before the Annual General Meeting 2011, the Nomination Committee shall be entitled to appoint another representative among the major shareholders to replace such member.

Proposal for resolution regarding guidelines for remuneration to management (item 14 on the Agenda)

The Board of Directors proposes that the Annual General Meeting resolves on guidelines for remuneration to the management principally entailing that salaries and other terms of remuneration to the management shall be in accordance with market conditions. In addition to a fixed salary, the management may also receive variable remuneration which shall have a predetermined cap and be based on the outcome in proportion to targeted results (and in some cases other key figures) within the individual area of responsibility (group or division) as well as other benefits. In addition to the variable remuneration, there may from time to time be approved share or share related incentive programs. The total cost of fixed and variable remuneration shall each year be set to an amount which includes all the company's remuneration costs, which enables the management to allocate part of the fixed and variable remuneration to other benefits, such as pension benefits. The pension plans of the management shall be principally fee-based.

Upon notice of termination by the company there may be a right to severance pay which in such cases shall have a predetermined cap. No severance pay shall be paid upon notice of termination by the employee.

The Board of Directors shall be entitled to deviate from the guidelines in an individual case, if there are specific reasons for such deviation.

Proposal for resolution regarding long term performance based incentive program (item 15 on the agenda)

Background and reason for the proposal

There is currently one ongoing subscription warrant program in Niscayah Group AB ("Warrant Program 2007/2012") directed to approximately 60 senior executives and key employees. Since Warrant Program 2007/2012 was introduced, new senior executives and key employees, who are not comprised by Warrant program 2007/2012, have been employed in the group, and the Board would therefore like to offer a new incentive program to ensure a long term commitment for the current senior executives and key employees and to improve Niscayah Group's possibilities for future recruitments. Utilizing shares in the company as an essential instrument in the incentive program will encourage shareholding and long-term increase of value in Niscayah Group. In the light of the above, the Board of Directors proposes that the Annual General Meeting shall resolve on a new long term performance based share program ("LTIP 2010").

With regard to the Board of Directors proposal of LTIP 2010, and provided that the Annual General Meeting resolves in accordance with the proposal, the Board has decided to limit the participants' variable remuneration to an amount not exceeding fifty (50) percent of the fixed annual salary. The Board of Directors intends to propose a performance based share program in accordance with the currently proposed principles before the Annual General Meeting 2011.

Introduction of LTIP 2010

Approximately 20 senior executives and key employees will be offered to participate in LTIP 2010. The duration of the program is approximately three years. Senior executives and key employees who participates in LTIP 2010 will get the opportunity to acquire shares by private funding in Niscayah Group

("Investment Shares") at market price on NASDAQ OMX Stockholm. Acquisition of Investment Shares shall take place not later than the 20 May 2010, with a right of the Board of Directors to prolong this period. Existing shareholdings in Niscayah Group will also be viewed as investment in Investment Shares. Each participant may only count a maximum number of Investment Shares towards LTIP 2010, such amount not exceeding a value of 10 – 25 percent (depending on the participant's position) of the participant's fixed annual salary for 2010, divided by the closing price of one B-share in Niscayah Group on NASDAQ OMX Stockholm on 1 March 2010.

Provided that the participant (i) holds the Investment Shares during a minimum period of three years from the acquisition date, however including the day of the disclosure of the first quarterly report for 2013 (the "Investment Period"), and (ii) is still employed or has a similar employment in Niscayah Group during the entire Investment Period, unless the Board of Directors is of the view that this requirement may be waived in a specific case, each Investment Share will thereafter entitle to allotment of maximum three performance based B-shares in Niscayah Group ("Performance Shares"), free of charge.

The number of Performance Shares to be allotted for each Investment Share will be based on clearly measurable, performance based targets for Niscayah Group's earnings per share ("EPS") for the financial year 2010 compared to the financial year 2009. A prerequisite for allotment of Performance Shares, is that the minimum level of Niscayah Group's EPS for fiscal year 2010, set by the Board of Directors, is achieved. A maximum outcome of LTIP 2010, which would lead to allotment of three (3) Performance Shares per Investment Share, requires that Niscayah Group's EPS for 2010 will increase by the Board's determined maximum level compared to Niscayah Group's EPS for the financial year 2009. Performance Shares shall be awarded within 30 days after the end of the Investment Period.

The Board of Directors shall have the possibility to decide on a reduction of the allotment of Performance Shares if the Board of Directors are of the view that an allotment according to the above terms is unreasonable at an objective assessment. The Board of Directors shall be responsible for the more detailed framing and handling of LTIP 2010 within the scope of the main principles as proposed to the Annual General Meeting and shall also be entitled to make such minor adjustments of these principles that may be required due to legal or administrative conditions.

Costs for LTIP 2010 and impact on key ratios

LTIP 2010 may cause increased personnel costs, partly in the form of IFRS 2-Share based allowances, partly in the form of social security contributions. These costs are estimated, based on the closing price of one B-share in Niscayah Group at 23 March 2010 of SEK 15.60, and the following material assumptions of an annual share price increase of 10 percent, an annual staff turnover of 10 percent, a rate of outgoing social security contributions of 25 percent and a 50 percent fulfilment of the performance related targets of the Performance Shares, to approximately SEK 9 million, including SEK 2 million in social security contributions. The costs for LTIP 2010, calculated on a pro forma basis for 2009, gives a negative impact of approximately 0.04 percentage points for Niscayah Group's operating margin and a reduction in earnings per share of approximately SEK 0.01. According to LTIP 2010, a maximum number of 912 000 shares can be allotted to the participants free of charge, equivalent to approximately 0.2 percent of the total outstanding shares of Niscayah Group.

Hedging of costs for the program and delivery of shares under LTIP 2010

In order to hedge costs related to the program, the Board of Directors has proposed an authorization for acquisition of treasury shares under item 16 on the agenda. To ensure delivery of B-shares in Niscayah Group according to LTIP 2010, Niscayah Group intends to enter into an agreement with a third party, whereby the third party in his own name shall acquire and transfer B-shares in the company to the participants in accordance with LTIP 2010.

Voting majority

The proposal of the Board of Directors regarding LTIP 2010 shall be supported by shareholders representing at least half of the votes cast at the Meeting in order to be valid.

Proposal for resolution regarding authorization of the Board of Directors to resolve on acquisition and transfer of treasury shares (item 16 on the agenda)

In order to enable Niscayah Group to adjust its capital structure and to enable financing of company acquisitions, and to hedge costs, including costs for social security contributions, in connection with the introduction of the performance based share program according to item 15 on the agenda, the Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to, on one or more occasions and during the period until the next Annual General Meeting, resolve on acquisitions and transfers of treasury shares. The company's acquisition of treasury shares may not exceed 10 percent of the total number of shares in Niscayah Group from time to time. Acquisition of shares shall take place on NASDAQ OMX Stockholm at a price within the price interval at any given time, such price interval being the interval between the highest purchase price and the lowest sales price at the time of transfer. Transfer of shares may be made with deviation from the shareholders' preferential rights of the maximum number of shares held by Niscayah Group at the time of the resolution by the Board of Directors. Transfer of shares may take place as payment of whole or part of the purchase price in connection with acquisition of a company or business or part of a company or business and the consideration shall be equal to the assessed market value of the share. On such transfer, payment may be made by assets contributed in kind or by set-off of a claim against Niscayah Group. Transfer of shares may also take place by sale on NASDAQ OMX Stockholm at a price within the price interval registered at any given time, such price interval being the interval between the highest purchase price and the lowest sales price at the time of transfer. The Board of Directors shall be entitled to determine other terms of an acquisition or transfer in accordance with market conditions.

Voting majority

The resolution of the Annual General Meeting on the authorization of the Board of Directors to resolve on acquisition and transfer of treasury shares shall be supported by shareholders representing at least two thirds of both the number of votes cast and the shares represented at the AGM in order to be valid.

C. AVAILABLE DOCUMENTS

The annual accounts, the auditor's report, as well as the statement by the auditor regarding whether the guidelines for remuneration to the management have been observed, the proposal of the Board of Directors with respect to the appropriation of the profit and the motivated statement thereon, together with the complete proposal for resolution of the Board of Directors with respect to item 15-16 will be available to the shareholders at the company's headquarters and on the company's website www.niscayah.com as from Thursday 22 April 2010. Copies of the documents will be sent to shareholders on request. The documents will also be available at the Annual General Meeting.

The total numbers of shares in the company amounts to 365,058,897 divided between 17,142,600 class A shares and 347,916,297 class B shares. The total number of votes in the company amounts to 519,342,297.

Stockholm in April 2010
The Board of Directors
NISCAYAH GROUP AB (publ)

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This press release is also available on Niscayah's home page:
www.niscayah.com

Niscayah Group AB (publ.) is a world leading security partner offering complete security solutions for clients with high security demands within market segments such as banking and finance, industry, defense, healthcare and retail. Niscayah's services are based on modern technology and include access control, video surveillance, intrusion protection and fire alarm systems. www.niscayah.com

Niscayah Group AB discloses the information provided herein pursuant to the Securities Markets Act and/or the Swedish Financial Instruments Trading Act. This information was submitted for publication at CET 16.00 on April 7, 2010.